



DHANLAXMI COTEX LIMITED

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **Dhanlaxmi Cotex Limited** will be held at the Registered Office of the Company at 285, Princess Street, 2nd Floor, Chaturbhuj Jivandas House, Mumbai – 400 002 on Wednesday, the 30th day of September, 2015 at 4.00 p.m. to transact the following businesses:

ORDINARY BUSINESSES:

1. Adoption of financial Statements

To receive, consider and adopt the Balance Sheet as at 31st March, 2015 and Profit and Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.

2. Appointment of Auditors

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 30th September, 2014, the appointment of M/s. S.G. Kabra & Co., Chartered Accountants (Firm Registration NO.104507W) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017 be and is hereby ratified for the financial year 2015-2016 and that the Board of Directors be and is hereby authorized to fix the remuneration payable as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

SPECIAL BUSINESSES:

3. Appointment of Smt. Kamla Ramautar Jhavar as a Director, liable to retire by rotation .

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT, pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Ms. Kamla R. Jhavar (DIN No. 00301157), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30.03.2015 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to



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propose Ms. Kamla R. Jhavar as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.

4. Re- Appointment of Mr. Mahesh S. Jhavar Whole time Director of the company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT, pursuant to the provisions of Sections 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the re-appointment of Mr. Mahesh S. Jhavar (DIN No. 00002908), as a Whole time director of the Company for a period of five years not liable to retire by rotation, with effect from 1st April, 2015, on the terms and conditions as specified in the Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows :

1. Salary: Rs. 70,000/- Rs.50,000/- Rs 200,000/-per month.
2. Perquisites: The Director shall be entitled to the following perquisites
 - 2.1 Housing: Rs. 50,000/- per month or
 - The expenditure incurred by the company on hiring furnished accommodation for the appointee shall be subject to the ceiling of 60% of the salary, over and above 10% payable by the appointee. If the rent is lower than 10% of the salary the amount payable by the appointee will be limited to such rent.
 - In case the accommodation is owned by the company, 10% of the salary of the appointee shall be deducted by the company.
 - The expenditure incurred by the company on gas, electricity, water and furnishings shall be valued as per the Income tax rules, 1962.
 - Whichever is lower
 - 2.2 Leave Travel Concession & Medical Reimbursement:

(A) Leave Travel Expenses:

Expenses incurred for the appointee and his family subject to a ceiling of Rs. 50,000/- in a year, in accordance with the rules specified by the company.

(B) Medical Reimbursement:

Expenses incurred for the appointee and his family subject to a ceiling of Rs. 50,000/- in a year, in accordance with the rules specified by the company.



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Explanation: For the purposes of a “family”, family means the spouse, dependent children and dependent parents of the appointee.

- 2.3. Membership of the Employees’ Provident Fund of the company to which the company will contribute at such percentage of salary as may be applicable, from time to time, to the employees. The appointee will be governed by the provident fund rules of the company.

2.4. **Encashment of leave:**

As per company’s rules, The Director shall be entitled to leave on full pay and allowances as per the rules of the Company but not more than one month in each year during the period of agreement. Leave can be accumulated upto the period of 60 working days. Encashment of leave, if any, in accordance with the rules of the Company shall be allowed only at the time of retirement or at the end of tenure as the case may be and it will not be included in the computation of ceiling for perquisites.

- 2.5. Telephone at residence reimbursed for rental and business calls.
- 2.6. Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on his duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company’s business.
- 2.7. Other benefits to which senior officers of the company are normally entitled to, according to the rules of the company
- 2.9. The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.

2.10 **A. Provision of car with driver:**

The Director shall be entitled for Company car with driver and the expenses for attending the office work will be born by the Company.

In case of use of personal car for doing office work - reimbursement of actual expenses for petrol, maintenance and other related expenses towards conveyances for purposes of carrying-on your duties incurred in the course of the Company’s business.

B. Entertainment:

You shall be entitled for reimbursement of entertainment expenses actually and properly incurred in the course of the Company’s business.

2.11 **A. Performance Bonus:**

The Board of Directors or its committee for each year will determine the amount to be



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paid by way of commission/performance bonus to the Managing Director and also the frequency of the payment. Provided however that the commission/Performance bonus will be payable on pro-rata basis, in the event of earlier cessation or termination of the appointment.

B. Commission:

In the event of company making profit, the Board of Directors or its committee for each year will determine the amount to be paid by way of commission to the Whole-time Director. Provided however that the commission will be payable on pro-rata basis, in the event of earlier cessation or termination of the appointment.

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2015, during the tenure of Mr. Mahesh S. Jhawar a Whole time director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Mahesh S. Jhawar the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

AND RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013".

5. Re- Appointment of Mr. Ramautar S. Jhawar as Managing Director of the company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT, pursuant to the provisions of Sections 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the re-appointment of Mr. Ramautar S. Jhawar (DIN No. 00002907), as a Managing Director of the Company for a period of five years not liable to retire by rotation, with effect from 1st April, 2015, on the terms and conditions as specified in the Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows :

1. Salary: Rs. 70,000/- Rs.50,000/- Rs 200,000/-per month.
2. Perquisites: The Director shall be entitled to the following perquisites



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2.1 Housing: Rs. 50,000/- per month or

- The expenditure incurred by the company on hiring furnished accommodation for the appointee shall be subject to the ceiling of 60% of the salary, over and above 10% payable by the appointee. If the rent is lower than 10% of the salary the amount payable by the appointee will be limited to such rent.
- In case the accommodation is owned by the company, 10% of the salary of the appointee shall be deducted by the company.
- The expenditure incurred by the company on gas, electricity, water and furnishings shall be valued as per the Income tax rules, 1962.
- Whichever is lower

2.2 Leave Travel Concession & Medical Reimbursement:

(A) Leave Travel Expenses:

Expenses incurred for the appointee and his family subject to a ceiling of Rs. 50,000/- in a year, in accordance with the rules specified by the company.

(B) Medical Reimbursement:

Expenses incurred for the appointee and his family subject to a ceiling of Rs. 50,000/- in a year, in accordance with the rules specified by the company.

Explanation: For the purposes of a "family", family means the spouse, dependent children and dependent parents of the appointee.

2.3. Membership of the Employees' Provident Fund of the company to which the company will contribute at such percentage of salary as may be applicable, from time to time, to the employees. The appointee will be governed by the provident fund rules of the company.

2.4. **Encashment of leave:**

As per company's rules, The Director shall be entitled to leave on full pay and allowances as per the rules of the Company but not more than one month in each year during the period of agreement. Leave can be accumulated upto the period of 60 working days. Encashment of leave, if any, in accordance with the rules of the Company shall be allowed only at the time of retirement or at the end of tenure as the case may be and it will not be included in the computation of ceiling for perquisites.

2.5. Telephone at residence reimbursed for rental and business calls.



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- 2.6. Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on his duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business.
- 2.7. Other benefits to which senior officers of the company are normally entitled to, according to the rules of the company
- 2.9. The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.
- 2.10 A **Provision of car with driver:**

The Director shall be entitled for Company car with driver and the expenses for attending the office work will be born by the Company.

In case of use of personal car for doing office work - reimbursement of actual expenses for petrol, maintenance and other related expenses towards conveyances for purposes of carrying-on your duties incurred in the course of the Company's business.

B. Entertainment:

You shall be entitled for reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business.

2.11 A **Performance Bonus:**

The Board of Directors or its committee for each year will determine the amount to be paid by way of commission/performance bonus to the Managing Director and also the frequency of the payment. Provided however that the commission/Performance bonus will be payable on pro-rata basis, in the event of earlier cessation or termination of the appointment.

B. Commission:

In the event of company making profit, the Board of Directors or its committee for each year will determine the amount to be paid by way of commission to the Managing Director. Provided however that the commission will be payable on pro-rata basis, in the event of earlier cessation or termination of the appointment.

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2015, during the tenure of Mr. Ramautar S. Jhavar as a Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Ramautar S. Jhavar the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not



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exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

AND RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013".

For and behalf of the Board

Sd/-

Ramautar S. Jhawar
Managing Director

Place: Mumbai

Date: 27th May, 2015

Registered Office:

285, Princess Street, 2nd Floor,
Chaturbhuj Jivandas House,
Mumbai- 400 002

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself/herself and the proxy need not be a member. Proxies, in order to be effective, must be received at the company's registered office at 285, Princess street, 2nd floor, Chaturbhuj Jivandas House, Mumbai – 400002 not later than 48 (forty-eight) hours before the time fixed for holding the meeting.
2. As per section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from Monday, 25th September, 2015 to Friday, 29th September, 2015 (both days inclusive).
3. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries so as to reach the Registered Office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
4. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITTC/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already appointed M/s. Big Share Services Private Limited at E 2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400072 in respect of their physical share folios.



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5. Members are requested to notify immediately any change in their address :
 - a. To their Depository Participants (Dos) in respect of their electronic share accounts , and
 - b. to the share transfer agent M/s. Big Share Services Private Limited at E 2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400072 email – investor@bigshareonline.com
6. Members are requested to bring their copy of Annual Report to the Meeting.
7. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
8. The relevant details as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange, of persons, seeking re-appointment as Whole-time Director , Directors & Managing Director under Item No. 3, Item No. 4 and Item 5 above, are as under:

BRIEF RESUME OF THE PERSONS PROPOSED TO BE APPOINTED AS THE DIRECTORS OF THE COMPANY AT THE ANNUAL GENERAL MEETING:

PARTICULARS	MR. MAHESH S. JHAWAR	SMT. KAMLA RAMAUTAR JHAWAR	MR. RAMAUTAR S. JHAWAR
DATE OF BIRTH	26-03-1961	16-09-1961	3/11/1956
DATE OF APPOINTMENT	30-09-2015	30-03-2015	30-09-2015
QUALIFICATIONS	B.Com	B.Com	B.Com
EXPERTISE IN SPECIFIC FUNCTIONAL AREA	Textile Manufacturing & Marketing.	Marketing & Sales	Corporate Finance, Investments & Trading, Textile Manufacturing.
EXECUTIVE & NON EXECUTIVE DIRECTOR	Executive	Non Executive	Executive
PROMOTER GROUP	Yes	Yes	Yes
INDEPENDENT DIRECTOR	No	No	No
CHAIRMAN/MEMBER OF COMMITTEES OF THE BOARDS OF WHICH HE IS A DIRECTOR	Nil	Nil	Nil



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SHAREHOLDING IN THE COMPANY	1,44,900 Shares	264,200 Shares	447,115 Shares
DIRECTORSHIP IN OTHER COMPANIES	1. Dhanlaxmi Exports Fabrics Pvt. Ltd. 2. Western Chlorides & Chemicals Pvt Ltd. 3. Jhawar Trade And Investments Pvt Ltd. 4. Ramautar Trading Pvt. Ltd. 5. Semai Trading Pvt. Ltd. 6. VRM Share Broking Pvt. Ltd. 7. Dhanlaxmi Fabrics Ltd. 8. Dhanesh Fabrics Pvt. Ltd. 9. BEW Engineers & Works Pvt. Ltd. 10. Sohanlal Fabrics Pvt. Ltd. 11. M R Share Broking Pvt. Ltd. 12. DFL Fabrics Pvt. Ltd.	1. Jhawar Commodities Private Ltd. 2. Semai Trading Pvt. Ltd.	1. Dhanlaxmi Exports Fabrics Pvt. Ltd. 2. Western Chlorides & Chemicals Pvt Ltd. 3. Jhawar Trade And Investments Pvt. Ltd. 4. Ramautar Trading Pvt. Ltd. 5. Semai Trading Pvt. Ltd. 6. VRM Share Broking Pvt. Ltd. 7. Promtech Impex Pvt. Ltd. 8. Dhanlaxmi Fabrics Ltd. 9. M R Share Broking Pvt. Ltd. 10. BEW Engineers & Works Pvt. Ltd. 11. Krishar Multitrade Pvt. Ltd. 12. Krishita Multitrade Pvt. Ltd. 13. Sohanlal Fabrics Pvt. Ltd. 14. Jhawar Commodities Pvt. Ltd. 15. DFL fabrics Pvt. Ltd. 16. Jaasoda Tracon Pvt. Ltd. 17. ASAAgrotech Pvt. Ltd.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESSES SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING.

ITEM NO. 3

As per the recommendation of the Nomination and Remuneration Committee meeting held on 30.03.2015, the Board, at their meeting held on 30th March 2015 appointed Ms. Kamla R. Jhawar as an Additional Director of the Company with effect from 30th March 2015, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Kamla R. Jhawar will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- proposing the candidature of Ms. Kamla R. Jhawar for the office of director.

The Company has received from Ms. Kamla R. Jhawar (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

Ms. Kamla S. Jhawar belongs to the promoter group and the shareholding of the promoter group as on date is consist of 2,141,865 (43.97%) equity shares of Rs.10/- each.

Mr. Mahesh S. Jhawar, Whole-time Director & Mr. Ramautar S. Jhawar, Managing Director are the other key managerial personnel and relatives of Ms. Kamla R. Jhawar, to whom the resolution relates. Together as a part of the Board they are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

ITEM NO. 4

As per the recommendation of the Nomination and Remuneration Committee meeting held on 30.03.2015, the Board, at their meeting held on 30th March 2015, considered and approved the reappointed Mr. Mahesh Jhawar as a Whole time director of the Company for a period of five years commencing 1st April, 2015.

The Company has received from Mr. Mahesh Jhawar(i) consent in writing to act as Whole-time Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.